

AMIGOS INTERNACIONALES CORPORATION BY-LAWS

THE STATE OF TEXAS

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§ KNOW ALL MEN BY THESE PRESENTS

COUNTY OF HENDERSON

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ARTICLE I.

Section 1. The name of the Corporation is Amigos Internacionales Corporation.

Section 2. The address of the registered office of the Corporation is 115 South Palestine Street, Athens, Texas, and the name of the registered agent is James E. Wren.

Section 3. The seal of the Corporation shall be the same size and shape as the ordinary notary seal, with the words thereon "Amigos Internacionales" and in the center the words "Corporate Seal".

Section 4. The fiscal year of the Corporation shall begin on the 1st day of January, of each year, and on the last day of December the same year.

ARTICLE II.

Section 1. One share of stock shall be issued pro forma to each officer and Board of Director member as a courtesy, and the same shall have no value, and from time to time, the Board of Directors may, at their discretion, issue a share of stock to any

donor to the Corporation in appreciation of service or money. The stock certificates are gratis, may not be traded for anything of value, nor shall they ever be redeemed for anything of value by any person.

ARTICLE III.

Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of at least three (3) directors who need not be residents of the State of Texas or shareholders or donors to the Corporation. The number of directors may be increased or decreased to not fewer than three (3), from time to time, by amendment of this section, but no decrease shall have the effect of shortening any term of any incumbent director.

Section 2. Members of the initial Board of Directors shall hold office until he resigns or is voted out by a majority of all of the directors.

Section 3. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, though less than a quorum of the Board of Directors.

Section 4. Meetings of the Board of Directors must be

held within the City of Athens, Henderson County, Texas, and shall be held at least once a month for regular business, and may be held as many other times as practical in order to carry on and maintain the business of the Corporation.

Section 5. A majority of the number of Directors necessary for the transaction of business shall be three (3), and the act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 6. Any action that may be taken at a meeting of the Directors or of a committee may be taken without a meeting if a consent in writing setting forth the action so to be taken shall be signed before the action by at least three (3) members of the Board of Directors.

Section 7. The Board of Directors shall have no power to lend money.

ARTICLE V.

Section 1. The officers of the Corporation shall consist of a President, Vice-President, Secretary-Treasurer, and such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors, each of whom shall be elected by the Board of Directors at its annual meeting. Any two or more offices may be held by the same person except the

offices of President. Officers need not be directors of the Corporation.

Section 2. Whenever any vacancies shall occur in any office, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3. The President shall have active executive management of the operations of the Corporation, subject to the control of the Board of Directors. He shall preside at all meetings, and discharge all the duties incumbent upon a President and perform such other duties as the Board of Directors may prescribe. The President shall have full authority to execute powers of attorney appointing other corporations, partnerships, or individuals the agent of the Corporation.

Section 4. The Vice-President shall perform all duties incumbent upon the president during the absence or disability of the President, and shall perform such other duties as the Board of Directors may direct.

Section 5. The Secretary shall attend all meetings and shall keep a true and correct and complete record of the proceedings of all meetings, shall be the custodian of the records and of the corporate seal, and see that the seal is affixed to all documents, the execution of which is duly authorized. He shall

attend to the giving of all notices, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. The Treasurer shall keep correct and complete records of accounts showing accurately at all times the financial condition of the Corporation. He shall be the legal custodian of all monies, notes, securities and other valuables that may from time to time come into possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the Corporation. He shall furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of the Corporation, and shall perform such other duties as may be provided by the Board of Directors. The Treasurer may be required by the Board to furnish bond in such amount as shall be determined by the Board of Directors, the payment of which shall be made by the Corporation, in an amount not less than double the normal amounts of funds ordinarily on hand.

Section 7. Any absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any other

director or employee of the Corporation, provided a majority of the full Board of Directors concurs.

ARTICLE VI.

Section 1. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party, and all assignments or endorsements of certificates, registered bonds or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors or unless otherwise required by law, be signed by the President or by any two of the following officers who are different persons: Vice-President, Secretary, or Treasurer. The Board of Directors may, however, authorize any two such officers to sign any of such instruments for and in behalf of the Corporation. They may designate officers or employees of the Corporation other than those above named who may, in the name of the Corporation, sign such instruments, and may authorize the use of facsimile signatures of any of such persons.

ARTICLE VII.

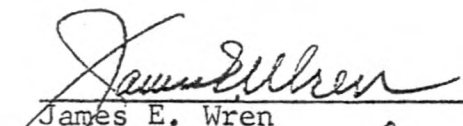
The power to alter, amend, repeal, or adopt a new code of By-Laws is reserved to the Board of Directors. The By-Laws

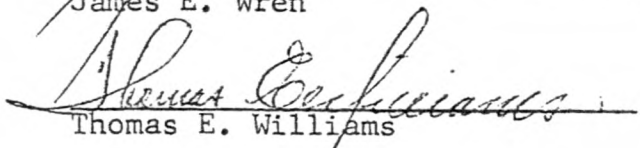
may contain any provisions for the regulation and management of the affairs of the corporation not prohibited by law or the Articles of Incorporation.

ARTICLE VIII.

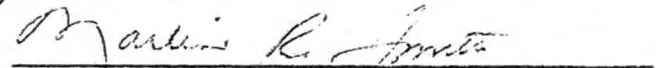
Section 1. It should always be remembered in any business transaction by the Board of Directors that this Corporation is a charitable corporation, and exists solely for the benefit of assistance to mankind, and it is not for the benefit for any individual, donor, officer, director, employee or any other person connected with this Corporation, and that the sole purpose is service to others, and no Board of Director shall ever be paid for his service as a Board of Director member, but nothing precludes a Board of Director from being reimbursed for reasonable expenses. Further, this in no way precludes a Board of Director from being an employee, either full or parttime, of the corporation. Further, this article of the By-Laws may not be repealed, altered or changed in any manner to affect its meaning.

The foregoing By-Laws are unanimously adopted as the By-Laws of Amigos Internacionales Corporation this 28th day of July, 1968.


James E. Wren


Thomas E. Williams


J. Edwin Nusko


Marlin Smith


John LaNoue Jr.